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TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



September 20, 1995

RECORDATION NO. 14864 N FILED 1428 O, P + Q

SEP 22 1995 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 4, Third Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Third Supplement to Equipment Trust Agreement, a primary document, dated as of September 20, 1995, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated September 20, 1995, between Trinity Industries Leasing company ("Assignor") and Bankers Trust Company, as successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 20, 1995, between Trinity Industries Leasing Company ("Seller") and Bankers Trust Company, as successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 20, 1995 between Bankers Trust Company, as successor Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Third Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 15, 1985

between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14864 on December 18, 1985, along with an Assignment and Bill of Sale under Recordation Nos. 14684-A and 14864-B, respectively; the First Supplement to Equipment Trust Agreement dated as of August 13, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, which was filed and recorded under Recordation No. 14684-H on August 20, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 14684-G and 14684-I and the Second Supplement to Equipment Trust Agreement dated as of September 22, 1994, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14864-J on September 28, 1994, along with Assignment and Bill of Sale under Recordation Nos. 14864-K & 14864-L, respectfully., respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Fifty (50) railroad cars railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said successor Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of Bankers Trust Company, the successor Trustee is Four Albany Street, New York, New York 10015.

The railroad equipment covered by the Third Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$72.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Third Supplement to Equipment Trust Agreement, a primary document, dated as of September 20, 1995, between Trinity Industries Leasing Company (as vendor and lessee), and Bankers Trust Company, as successor Trustee, and covering Thirty Seven (37) railroad cars, and (ii) Assignment, a primary document, dated September 20, 1995, between Trinity

Industries Leasing Company (as Assignor), and Bankers Trust Company, as successor Trustee, and covering Thirty Seven (37) railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 20, 1995, between Trinity Industries Leasing Company (as Seller), and Bankers Trust Company, as successor Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 20, 1995, between Bankers Trust Company, as successor Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 15, 1985 referred to above.

Very truly yours,

A handwritten signature in cursive script that reads "Alice D. Buchanan".

Alice D. Buchanan
Paralegal

Enclosures

ICC-LTR.4-3

RECORDATION NO. 18864-N FILED 1426

SEP 22 1995 -11 50 AM

INTERSTATE COMMERCE COMMISSION

**THIRD SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 4)

Dated as of September 20, 1995

Between

BANKERS TRUST COMPANY, SUCCESSOR TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

THIRD SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of September 20, 1995 (herein called this "Third Supplement") between TRINITY INDUSTRIES LEASING COMPANY, a Delaware Corporation (hereinafter called the "Company") and BANKERS TRUST COMPANY, a New York banking corporation (in its capacity as successor trustee under the Trust Agreement, hereinafter called "Trustee").

PRELIMINARY STATEMENT

A. The Company and MBank Dallas, National Association ("Mbank"), as original Trustee, entered into the Equipment Trust Agreement dated as of November 15, 1985 (as supplemented or amended to the date hereof, hereinafter call the "Trust Agreement").

B. All of the corporate trust business of Mbank was assigned to the Deposit Insurance Bridge Bank, National Association (herein called "DIBB") by the Federal Deposit Insurance Corporation, as receiver for Mbank, and pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 among the Company, DIBB and Bankers Trust Company was appointed as successor Trustee.

C. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on December 18, 1985, under Recordation No. 14864.

D. The First Supplement to the Trust Agreement, dated August 13, 1992, between the Company and the Successor Trustee was filed with the ICC on August 20, 1992, under Recordation No. 14864-H.

E. Pursuant to the terms of a Purchase Agreement dated as of November 15, 1985 (hereinafter called the "Purchase Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased Equipment Trust Certificates issued or to be issued under the Trust Agreement.

F. The Company has, pursuant to Section 4.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the following leases: Forty Nine (49) railcars covered by the existing Lease Agreement dated December 12, 1983, between Trinity Industries Leasing Company and Canadian Occidental Petroleum, Ltd.; and One (1) railcar covered by the existing Lease Agreement dated August 30, 1993, between Trinity Industries Leasing Company and Italgrani Elevator Company, described in Exhibit A to the Trust Agreement (the "Assigned Equipment").

G. Pursuant to Section 4.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

H. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of rail cars contained in Exhibit A hereto and by adding to Exhibit B to the Trust Agreement the descriptions of Existing Leases contained in Exhibit B hereto; and in accordance with Section 4.02 of the trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof; and such rail cars shall be included in the trust created under the Trust Agreement and be subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Third Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement", "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement and this Third Supplement.

5. This Third Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Third Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Third Supplement. It shall not be necessary in making proof of this Third Supplement to produce or account for more than one such counterpart.

6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Illinois (including the conflicts of laws rules), including all matters of construction, validity and performance.

7. The recitals herein are those of the Company and not the Trustee.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

By: _____

K. W. Lewis

Senior Vice President

Attest:

Neil O. Sharp

Assistant Secretary

[SEAL]

STATE OF TEXAS

§

§ ss.

COUNTY OF DALLAS

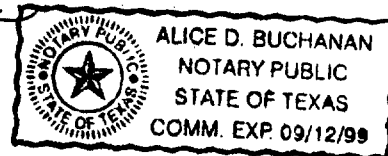
§

On this ____ day of September, 1995, before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

Alice D. Buchanan

My Commission Expires: _____



BANKERS TRUST COMPANY, Successor Trustee

By: _____

Name: Jackie Bartnick

Title: Assistant Vice President

Attest:

Patricia Pauli

[SEAL]

STATE OF NEW YORK §
 § ss.
COUNTY OF NEW YORK §

On this 18th day of September, 1995, before me personally appeared JACKIE BARTNICK, to me personally known, who being by me duly sworn, says that he is the ASSISTANT VICE PRESIDENT of BANKERS TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Margaret Bereza

My Commission Expires: _____

SUP.4-2

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 5/22/96

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated August 25, 1994 between Trinity Industries Leasing Company and Excel Railcar Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
37	2,950 cu. ft. Lo Covered Hopper Cars	ERCX 9614 - 9650

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
37 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9614 - 9650	1/95